

LEASE CLOSING SCHEDULE

an Ohio limited partnership

Lessee Name: The Andersons, Limited Partnership
Equipment Lease No.: 1045493
Dated: December 16, 1993
Schedule No.: 001
Closing Date: December, 1993

RECORDATION NO. 18533-A FILED 1425

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

1. Description of Equipment:

Thirty-three (33) ACF Built 5250 Cub, Trough Hatch Railroad Cars more complete described on the attached Schedule A.

2. Location of Equipment: (Lessee agrees that the Equipment will at all times be located and used in the continental United States.

3. Total Equipment Cost: \$610,000.00

4. Periodic Rent:

The total sum of \$511,424.00
Dollars in 64 installments of \$7,991.00
Dollars each, payable commencing on _____
and at monthly intervals thereafter.

5. Insurance Required (All policies to require at least 10 days' notice of cancellation to Lessor):

- Combined Single Limit Liability, including bodily injury and property damage, of not less than \$1,000,000.00 naming Lessor as additional insured.
- All risk physical damage, including burglary and theft, for the full replacement value of the equipment, based on the original equipment cost of \$610,000.00 and Loss Payable Endorsement naming Lessor as loss payee.
- Other: n/a

6. Stipulated Loss Values:

First Year:	<u>99.35%</u>	Sixth Year:	<u>39.65%</u>
Second Year:	<u>89.07%</u>	Seventh Year:	<u>n/a</u>
Third Year:	<u>77.89%</u>	Eighth Year:	<u>n/a</u>
Fourth Year:	<u>65.88%</u>	Ninth Year:	<u>n/a</u>
Fifth Year:	<u>53.14%</u>	Tenth Year:	<u>n/a</u>

Accepted and agreed this 16 day of December, 1993 as Schedule No. One to that certain Master Equipment Lease Agreement dated December 16, 1993 by and between the parties hereto.

[remainder of this page intentionally left blank]

IN WITNESS WHEREOF, Lessor and Lessee have signed this agreement as of the day and year first hereinabove written.

LESSOR:

METLIFE CAPITAL, LIMITED PARTNERSHIP

MetLife Capital Corporation,
General Partner

By: 

Its: Vice President

LESSEE:

an Ohio limited partnership
THE ANDERSONS, LIMITED PARTNERSHIP

**THE ANDERSONS MANAGEMENT CORP., an
Ohio corporation, sole general partner of The
Andersons**

By: 

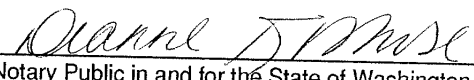
Its: Gary L. Smith, Corporate Treasurer

STATE OF WASHINGTON)

COUNTY OF KING)

On this 16th day of December, 1993, before me personally appeared W.J. Stoddard, to me known to be the Vice President of MetLife Capital Corporation, General Partner of MetLife Capital, Limited Partnership and who executed the foregoing instrument.

SUBSCRIBED AND SWORN TO before me this 16th day of December 1993.


Notary Public in and for the State of Washington
residing at Woodinville.

My term expires: 2/6/96

LEASE CLOSING SCHEDULE

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Dated: _____
Schedule No.: 001
Closing Date: _____

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Dollars each, payable commencing on _____
and at monthly intervals thereafter.

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- b. All risk physical damage, including burglary and theft, for the full replacement value of the equipment, based on the original equipment cost of \$610,000.00 and Loss Payable Endorsement naming Lessor as loss payee.
- c. Other: n/a

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Fourth Year:	<u>65.88%</u>	Ninth Year:	<u>n/a</u>
Fifth Year:	<u>53.14%</u>	Tenth Year:	<u>n/a</u>

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LESSOR:

METLIFE CAPITAL, LIMITED PARTNERSHIP

MetLife Capital Corporation,
General Partner

By:

Its:

Vice President

LESSEE:

in Ohio
THE ANDERSONS, LIMITED PARTNERSHIP */s/*

THE ANDERSONS MANAGEMENT CORP., an
Ohio corporation, sole general partner of The
Andersons

By:

Its:

Gary L. Smith

Gary L. Smith, Corporate Treasurer

SCHEDULE A

PROGRESS RAIL SERVICES CORP.				
OLD CAR NUMBERS:			NEW CAR NUMBERS:	
1	BO	601898	AEX	5097
2	BO	601902	AEX	5098
3	BO	601905	AEX	5099
4	BO	601916	AEX	5100
5	BO	601917	AEX	5101
6	BO	601919	AEX	5102
7	BO	601920	AEX	5103
8	BO	601921	AEX	5104
9	BO	601924	AEX	5105
10	BO	601925	AEX	5106
11	BO	601927	AEX	5107
12	BO	601933	AEX	5108
13	BO	601935	AEX	5109
14	BO	601936	AEX	5110
15	BO	601944	AEX	5111
16	BO	601950	AEX	5112
17	BO	601961	AEX	5113
18	BO	601967	AEX	5114
19	BO	601969	AEX	5115
20	BO	601976	AEX	5116
21	BO	601982	AEX	5117
22	BO	601983	AEX	5118
23	BO	601984	AEX	5119
24	BO	601986	AEX	5120
25	BO	601990	AEX	5121
26	BO	601994	AEX	5122
27	BO	601996	AEX	5123
28	CSXT	201560	AEX	5124
29	CSXT	201570	AEX	5125
30	CSXT	201628	AEX	5126
31	CSXT	204018	AEX	5127
32	CSXT	204022	AEX	5128
33	SCL	260041	AEX	5129

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64

LETTER OF ACCEPTANCE OF ITEMS OF EQUIPMENT

MetLife Capital, Limited Partnership
C-97550
Bellevue, WA 98009

Re: Master Equipment Lease Agreement
Dated: Dec. 16, 1993 ("Lease")
Equipment Lease No. 1045493-001

We hereby notify you that we've received, inspected, and tested the following Item(s) of Equipment which is(are) the subject of the above referenced Lease. Pursuant to the Lease, we hereby accept the below described Equipment and its installation and ask that you process payment to the vendor(s) named below. As between you as lessor and the undersigned as lessee, we represent and warrant that each Item is personal property in good order and condition. We confirm we have no interest in the Equipment, except as your lessee, and any other interest we may have had we hereby transfer to you. In case of discrepancy as to the price or description, this letter supersedes our original purchase request and to the extent the Item(s) weren't previously included in our original purchase request we ask that they be subject to the above referenced lease.

Vendor:	<u>SPM Joint Venture</u>		
Invoice #:	<u>280</u>	Amount:	<u>\$610,000.00</u>

Equipment Description:

Thirty-three (33) ACF Built 5250 Cube, Trough Hatch Railroad cars more completed described on the attached Schedule A.

This Equipment was first delivered to us and available for use by us
on December 16, 1993
We will keep this Equipment at the following
location(s): _____
within the Continental United States

Very truly yours,

THE ANDERSONS, an Ohio Limited Partnership
By: The Andersons Management Corp., an Ohio
corporation, sole general partner of The Andersons

By Gary L. Smith
Title Gary L. Smith, Corporate Treasurer

SCHEDULE A

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67

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INTERSTATE COMMERCE COMMISSION

District of Columbia : SS

I, Robert W. Alvord, being duly sworn do hereby certify that the attached "Lease Closing Schedule" dated December 16, 1993, between MetLife Capital, Limited Partnership and The Andersons, an Ohio Limited Partnership, consisting of seven pages, is a true and complete copy of the original thereof.



ROBERT W. ALVORD

Subscribed and sworn to before me this 20 day of December, 1993


NOTARY PUBLIC

My Commission expires: 10-31-95